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STATE OF DELAWARE

CERTIFICATE OF INCORPORATION

OF

PARTNERSHIP FOR AMERICA'S HEALTH CARE FUTURE, INC.
(a Delaware nonstock, nonprofit corporation)

THE UNDERSIGNED, for the purpose of forming a nonstock, nonprofit corporation pursuant to Section 101 of the General Corporation Law of the State of Delaware ("DGCL"), hereby certifies:

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is Partnership for America's Health Care Future, Inc.

SECOND: The address of the registered office of the Corporation is 251 Little Falls Drive, Wilmington, New Castle County, State of Delaware, 19808. The name of the registered agent of the Corporation at that address is the Corporation Service Company.

THIRD: A. The Corporation is organized and shall be operated as a social welfare organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). In particular, the purposes for which the Corporation is formed are to promote the improvement of the health care system in the United States and, in general, to do any other act or thing incidental to or connected with the forgoing purposes or in advancement thereof to the extent consistent with its status as a nonprofit corporation organized under the DGCL and its qualification under Code Section 501(c)(4).

B. In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Sections 121 and 122 of the DGCL, as now in effect or as may hereafter be amended, together with the power to solicit, receive, and administer contributions for such purposes. The Corporation may receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof as the Board of Directors may from time to time determine.

FOURTH: The Corporation is not organized for profit and shall not have authority to issue capital stock.

FIFTH: The Corporation shall have one or more classes of members ("Members"). The designation of each class of Members, the qualifications and rights of Members of each class, and the conditions of membership for each class of Members shall be set forth in the Bylaws. The Bylaws shall provide whether a class of Members has voting rights or no voting rights and each class of Members with voting rights shall be entitled to elect or appoint such number of members of the Corporation's Board of Directors as shall be stated in the Bylaws. Except as otherwise provided in this Certificate of Incorporation or required by law, Members of any class that do not have voting rights shall not be entitled to vote on any matter, including the election or appointment of members of the Corporation's Board of Directors. A member of the Board of

Directors may be removed with or without cause by the Members of the class of membership that elected or appointed the particular director.

SIXTH: The name and mailing address of the sole incorporator is as follows:

Kenneth D. Alderfer   1333 New Hampshire Ave., N.W.
                                       Washington, DC 22036

SEVENTH: Except as otherwise provided by law, this Certificate of Incorporation or in any Bylaws of the Corporation, the business and affairs of the Corporation shall be managed and all of the powers of the Corporation, including the power to amend the Bylaws of the Corporation, shall be exercised by the Board of Directors of the Corporation. The qualifications, election or appointment and removal, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

EIGHTH: The duration of the existence of the Corporation is perpetual.

NINTH: Other provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

A.   No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any private individual; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

B.   Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income taxation as a corporation described in Code Section 501(c)(4) or cause it to lose such tax-exempt status.

TENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall be applied and distributed in accordance with the Plan of Dissolution adopted by the Board of Directors, provided, however, that such Plan is not inconsistent with any provision of the DGCL as it applies to nonprofit corporations or any Code provision applicable to a corporation described in Code Section 501(c)(4).
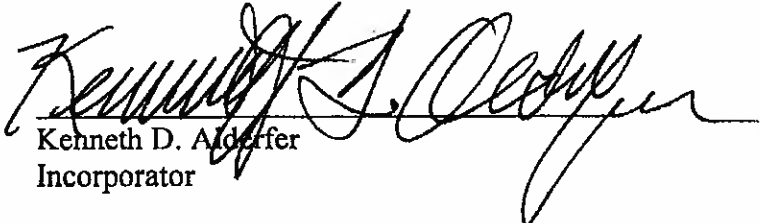
ELEVENTH: To the fullest extent permitted by the DGCL, as now in effect or as hereafter may be amended, no person who is or was a director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director or officer. Notwithstanding the foregoing sentence, a person who is or was a director or officer of the Corporation shall be liable to the Corporation to the extent provided by applicable law (i) for breach of the duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit. Moreover, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(4) of the Code. No amendment to or repeal of this Article ELEVENTH shall apply to or

have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

TWELFTH: Except to the extent limited in the Corporation's Bylaws, the Corporation shall indemnify and advance expenses to a director, former director, officer or former officer of the Corporation in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to the fullest extent permitted by and in accordance with the DGCL and to the fullest extent otherwise permitted by Delaware law. No amendment to this Corporation's Certificate of Incorporation or repeal of any of its provisions shall limit or eliminate the protection afforded by this Article TWELFTH to a director, former director, officer, or former officer with respect to any act or omission that occurred prior to such amendment or repeal. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with any provision of the Code applicable to corporations described in Code Section 501(c)(4).

THIRTEENTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and except as set forth in Articles ELEVENTH and TWELFTH, all rights conferred upon directors or any other persons by and pursuant to this Certificate of Incorporation are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set my hand and seal this 5th day of June, 2018.

Kenneth D. Alderfer
Incorporator

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